

RECORDATION NO. 12221-F

OCT 19 1981-10 22 AM

INTERSTATE COMMERCE COMMISSION

LETTER OF TRANSMITTAL

Secretary of the Interstate
Commerce Commission
Constitution and 12th Streets, N.W.
Washington, D.C. 20423

Dear Sir:

Pursuant to Part 1116 of the regulations of the Interstate Commerce Commission, 49 CFR Part 1116, I hereby request that you record under 49 U.S.C. §11303 the following supplements: (i) a certain Equipment Trust Agreement Supplement No. 4 dated as of July 31, 1980 to the Equipment Trust Agreement between Continental Illinois National Bank and Trust Company of Chicago, as Trustee (the "Trustee"), and Transportation Corporation of America, an Illinois corporation (the "Company") filed as Document No. 12221 on September 24, 1980 at 11:05 a.m., and (ii) a certain Assignment Supplement No. 2 dated as of July 31, 1980 to the Assignment from the Company to the Trustee filed as Document No. 12221-A on September 24, 1980 at 11:05 a.m.

I am President of Transportation Corporation of America and have knowledge of the matters set forth herein.

The parties to the instant transaction, and their addresses are as follows:

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INTERSTATE COMMERCE COMMISSION

Date 10/19/81
Fee 20.00

ICC Washington, D. C.

Paul R. Cohiel

VENDOR

Thrall Car Manufacturing Company
Post Office Box 218
Chicago Heights, Illinois 60411
Attn.: President

TRUSTEE-LESSOR

Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60690
Attn.: Corporate Trust Department

LESSEE

Transportation Corporation of America
Post Office Box 218
Chicago Heights, Illinois 60411
Attn.: President

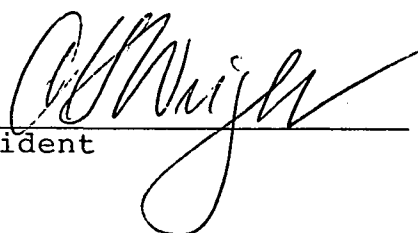
The equipment covered by the Equipment Trust Agreement Supplement and the Assignment Supplement, the A.A.R. mechanical designation, the car numbers, and the sublessee of said equipment are listed in more detail in Exhibit A attached hereto.

Enclosed herewith are the original and 5 counterparts of the Equipment Trust Agreement Supplement and the Assignment Supplement. The extra counterparts should be returned to Mr. Gearold Knowles of Schiff Hardin & Waite.

A \$20.00 check, payable to the Interstate Commerce Commission, also is enclosed to cover the required recordation fee.

Very truly yours,

TRANSPORTATION CORPORATION
OF AMERICA

By 
President

Dated: October 16, 1981

SUPPLEMENTAL EXHIBIT A

<u>No. of Cars</u>	<u>Lessee</u>	<u>Lease and/or Rider Date</u>	<u>Initial Lease Term (yrs.)</u>	<u>ICC Recordation No. Date</u>
100	Prairie Central Railway Co.	6-23-81	3	13176 7-6-81 ✓
25	Minneapolis, Northfield and Southern Railway, Inc.	1-22-81	5	12922A 2-11-81 ✓
25	Minneapolis, Northfield and Southern Railway, Inc.	4-17-81	5	12922B 5-18-81 ✓
100	Soo Line Railroad Company	5-19-81	1	13219 8-10-81 ✓
15	Soo Line Railroad Company	10-1-81	1	
25	Pend Oreille Valley Railway, Inc.	8-17-81 89-30-81	15	13233 9-1-81 A13233A 10-16-81

Interstate Commerce Commission

Washington, D.C. 20423

10/19/81

OFFICE OF THE SECRETARY

**Mr. Gearold Knowles
Schiff Harding & Waite
1101 Conn. Ave., N.W.
Washington, D.C. 20036**

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **10/19/81** at **10:30am**, and assigned recordation number(s).

12221-E & 12221-F

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 12221-E
FILED 1425

OCT 19 1981 - 10 22 AM

EQUIPMENT TRUST AGREEMENT SUPPLEMENT INTERSTATE COMMERCE COMMISSION

NO. 4

Equipment Trust Agreement Supplement dated as of July 31, 1980 ("this Supplement") from TRANSPORTATION OF AMERICA, an Illinois corporation (the "Company"), to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee").

Whereas, the Company and the Trustee have executed and delivered a certain Equipment Trust Agreement dated as of July 31, 1980 (the "Equipment Trust Agreement");

Whereas, the Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code on September 24, 1980 as Document No. 12221;

Whereas, an Equipment Trust Agreement Supplement No. 1 was recorded with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code on November 18, 1980 as Document No. 12221-B;

Whereas, an Equipment Trust Supplement No. 2 was recorded with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code on December 11, 1980 as Document No. 12221-C;

Whereas, an Equipment Trust Supplement No. 3 was recorded with the Federal Aviation Administration on June 15, 1981 as Conveyance No. G44818; and

Whereas, the Company has (i) agreed to sell, transfer, and deliver to the Trustee under the Equipment Trust Agreement certain equipment therein described, including the equipment described in Supplemental Schedule A hereto (the "Supplemental Equipment") and (ii) agreed to assign and grant to the Trustee under the Equipment Trust Agreement a security interest in and to certain leases therein described, including the leases of certain items of Trust Equipment (as defined in the Equipment Trust Agreement) described in Supplemental Schedule B hereto (the "Supplement Leases").

[Filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on _____, 19____, at _____ .m., recordation number _____.]

NOW, THEREFORE, in consideration of the premises, the Company does hereby agree as follows:

The Company has, in and by the Equipment Trust Agreement sold, transferred and assigned to the Trustee the Supplemental Equipment and granted to the Trustee a security interest in all of the Company's right, title, and interest in and to the Supplement Leases. This Supplement evidences and confirms the subjection of such Supplemental Equipment and Supplement Leases to the rights and security interest of the Trustee created by the Equipment Trust Agreement. To the extent, if any, that the Equipment Trust Agreement may not be effective in transferring such Supplemental Equipment to the Trustee and granting a security interest to the Trustee in such Supplement Leases, the Company does by this Supplement hereby sell, transfer, and deliver to the Trustee the Supplemental Equipment described in Supplemental Schedule A hereto and grant to the Trustee a security interest in the Supplement Leases described in Supplemental Schedule B hereto, all upon the terms set forth in the Equipment Trust Agreement.

IN WITNESS WHEREOF, the Company has caused this Equipment Trust Agreement Supplement to be executed and delivered this 20th day of October, 1981.

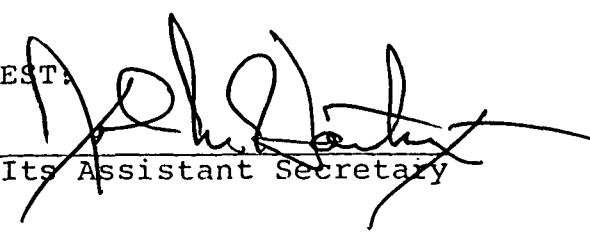
TRANSPORTATION CORPORATION OF
AMERICA

By


Its President

ATTEST:

By


Its Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20th day of October, 1981, before me personally appeared C.W. Wright and John M. Hartigan, to me personally known, who being by me duly sworn, say that they are the President and Assistant Secretary of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

My commission expires Nov. 30, 1983

GUARANTY

Transportation Corporation of America, for valuable consideration, hereby unconditionally guarantees to the registered holder of the within Certificate the prompt payment when due of the principal of said Certificate, and of the interest thereon specified in said Certificate (except as otherwise stated in Section 2.02 of the Equipment Trust Agreement referred to therein), with interest on any overdue principal and interest, to the extent legally enforceable, at the rate of 14.7% per annum, all in accordance with the terms of said Certificate and said Equipment Trust Agreement.

TRANSPORTATION CORPORATION
OF AMERICA

By



Vice President

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SUPPLEMENTAL SCHEDULE A

Type of Car	Mechanical Designation	No. of Cars	Cost Per Car	Total Cost	Lessee	ICC Recordation No.	Date	Lease And/Or Rider Date	Term (yrs.)	Car Numbers (Both inclusive)
4750 cu. ft. Covered hopper	LO	100	\$40,250	\$ 4,025,000	Prairie Central Railway Co.	13176	7-6-81	6-23-81	3	PACY 3100 thru PACY 3199
4750 cu. ft. Covered hopper	LO	25	43,125	1,078,125	Minneapolis, Northfield and Southern Railway, Inc.	12922A	2-11-81	1-22-81	5	MNS 3300 thru MNS 3324
52'6" 100-Ton Gondola	GB	25	42,000	1,050,000	Minneapolis, Northfield and Southern Railway, Inc.	12922B	5-18-81	4-17-81	5	MNS 6100 thru MNS 6124
52'6" 100-Ton Gondola	GB	100	42,000	4,200,000	Soo Line Railroad Company	13219	8-10-81	5-19-81	1	S00 64054 thru S00 64153
52'6" 100-Ton Gondola	GB	15	42,000	630,000	Soo Line Railroad Company	13278	10-16-81	10-1-81	1	S00 64154 thru S00 64168
6740 Cu. Ft. Wrenchup Gondola	GTS	25	47,000	1,175,000	Pond Oreille Valley Rail- road (Kyle Railways)	13233	9-1-81	9-17-81	15	POVA 35201 thru POVA 352
						813233A	10-16-81	9-30-81		
Total		290		\$12,158,125						

SUPPLEMENTAL SCHEDULE B

<u>No. of Cars</u>	<u>Lessee</u>	<u>Lease and/or Rider Date</u>	<u>Initial Lease Term (yrs.)</u>	<u>ICC Recordation No. Date</u>
100	Prairie Central Railway Co.	6-23-81	3	13176 7-6-81
25	Minneapolis, Northfield and Southern Railway, Inc.	1-22-81	5	12922A 2-11-81
25	Minneapolis, Northfield and Southern Railway, Inc.	4-17-81	5	12922B 5-18-81
100	Soo Line Railroad Company	5-19-81	1	13219 8-10-81
15	Soo Line Railroad Company	10-1-81	1	13278 10/16/81
25	Pend Oreille Valley Railway, Inc.	8-17-81 89-30-81	15	13233 9-1-81 A13233A 10-16-81